

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Joint Administration Requested)

NOTICE OF APPEARANCE AND REQUEST FOR NOTICES

PLEASE TAKE NOTICE that, pursuant to rules 2002 and 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the undersigned counsel enter their appearance as counsel for JPMorgan Chase Bank, N.A., as Prepetition ABL Agent (“JPMorgan”), and request that all notices and other papers filed or served in the above-captioned cases be served upon the following attorneys:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising , LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

James Ktsanes, Esq.
Timothy Beau Parker, Esq.
LATHAM & WATKINS LLP
330 N Wabash Avenue, Suite 2800
Chicago, Illinois 60611
Telephone: (312) 876-7700
Email: james.ktsanes@lw.com
beau.parker@lw.com

-and-

Jeremy W. Ryan (No. 4057)
Brett M. Haywood (No. 6166)
Ethan H. Sulik (No. 7270)
POTTER ANDERSON & CORROON LLP
1313 N. Market Street, 6th Floor
Wilmington, Delaware 19801
Telephone: (302) 984-6000
Facsimile: (302) 658-1192
Email: jryan@potteranderson.com
bhaywood@potteranderson.com
esulik@potteranderson.com

Andrew Sorkin, Esq.
LATHAM & WATKINS LLP
555 Eleventh Street, NW, Suite 1000
Washington, D.C. 20004
Telephone: (202) 637-2200
Email: andrew.sorkin@lw.com

PLEASE TAKE FURTHER NOTICE that, pursuant to 11 U.S.C. § 1109(b), the foregoing request includes not only the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, any notice, application, complaint, demand, motion, petition, pleading, or request, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, delivery, telephone, electronic filing, facsimile, or otherwise filed or made with regard to the referenced cases and proceeding herein.

PLEASE TAKE FURTHER NOTICE that filing of this *Notice of Appearance and Request for Notices* shall not be deemed or construed to constitute a waiver of any substantive or procedural right of JPMorgan including, without limitation: (i) the right to have final orders in non-core matters entered only after *de novo* review by the United States District Court for the District of Delaware (the “District Court”), (ii) the right to trial by jury in any proceeding related to these cases or any case, controversy, or proceeding related to these cases, (iii) the right to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, (iv) the right to have any matter in which this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution

heard by the District Court; or (v) any other rights, claims, actions, defenses, setoffs, or recoupments to which JPMorgan is or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved. Unless and until JPMorgan expressly states otherwise, JPMorgan does not consent to the entry of final orders or judgments by this Court if it is determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

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Dated: November 4, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ Jeremy W. Ryan

Jeremy W. Ryan (No. 4057)

Brett M. Haywood (No. 6166)

Ethan H. Sulik (No. 7270)

POTTER ANDERSON & CORROON LLP

1313 N. Market Street, 6th Floor

Wilmington, Delaware 19801

Telephone: (302) 984-6000

Facsimile: (302) 658-1192

Email: jryan@potteranderson.com

bhaywood@potteranderson.com

esulik@potteranderson.com

-and-

James Ktsanes, Esq.

Timothy Beau Parker, Esq.

LATHAM & WATKINS LLP

330 N. Wabash Avenue, Suite 2800

Chicago, Illinois 60611

Telephone: (312) 876-7700

Email: james.ktsanes@lw.com

beau.parker@lw.com

-and-

Andrew Sorkin, Esq.

LATHAM & WATKINS LLP

555 Eleventh Street, NW, Suite 1000

Washington, D.C. 20004

Telephone: (202) 637-2200

Email: andrew.sorkin@lw.com

*Counsel for JPMorgan Chase Bank, N.A., as
Prepetition ABL Agent*